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INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST, SERIES F

SUPPLEMENT NO. 1, dated as October 1, 1979 to Equipment Trust Agreement, dated as of November 1, 1972 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Equipment Trust, Series F, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash Account of said Equipment Trust, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.4 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its rights, title and interest in the contracts for the construction of the Additional Equipment:

Quantity	Type	Estimated Cost	
		Per Unit	Total
6	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder, numbers 350294 to 350299, both inclusive	\$37,650	\$225,900
Total Additional Equipment.....			<u>\$225,900</u>

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Agreement, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

4. In accordance with Section 6.4 of the Agreement, the Company shall cause this Supplement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 USC §11303 (formerly Section 20c of the Interstate Commerce Act.)

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date written above.

THE ATCHISON, TOPEKA AND SANTA FE
RAILWAY COMPANY

By

B. Hayer
Vice President-Finance

ATTEST:

J. W. Hayes
Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK
as Trustee

By

P. S. Mason
Vice President

ATTEST:

C. Potts
ASSISTANT SECRETARY

(CORPORATE SEAL)

Exhibit 1

Revised in accordance with Supplement No. 1, dated
as of October 1, 1979

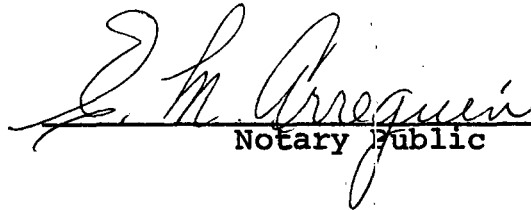
EQUIPMENT TRUST, SERIES F

SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u> <u>Per Unit</u>	<u>Total</u>
1000	100-ton 4,750 cu. ft. capacity trough hatch covered hopper cars with roller bearing trucks, Pullman Incorporated (Pullman- Standard division) builder; numbers 313800 to 313799, both inclusive.....	\$17,225	\$17,225,000
6	100-ton Cement Hopper Cars, Greenville Steel Car Company, builder, numbers 350294 to 350299, both inclusive.....	37,650	<u>225,900</u>
	Total.....		<u>\$17,450,900</u>

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 31st day of October, 1979, before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Notarial Seal)

My Commission Expires FEBRUARY 2, 1981

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 31st day of October, 1979, before me personally appeared R. G. MASON, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Notarial Seal)

My Commission Expires FEB 20 1983

Mr. H. G. Homme
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November 1, 1979

The Trustee:


Harris Trust and Savings Bank
111 West Monroe
Chicago, Illinois 60690

The Vendor:

Greenville Steel Car Company
Greenville, Pennsylvania 16125

A money order in the amount of \$10.00 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,


Gus Svolos
General Counsel

MAO/LBM/ljg
Enclosures



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

November 1, 1979

9-306A149

RECORDATION NO. 6786-A Filed 1425

NOV 2 1979 - 11 30 AM

NOV 2 1979
Date
Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

Mr. H. G. Homme
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Supplement No. 1, dated October 1, 1979, to The Atchison, Topeka and Santa Fe Railway Company, Equipment Trust Series F

Dear Mr. Homme:

Enclosed for filing and recording with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 are two executed counterparts of Supplement No. 1, dated as of October 1, 1979, between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee (the "Trustee").

The Supplement constitutes an amendment to the Equipment Trust Agreement, dated as of November 1, 1972, between Santa Fe and the Trustee, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series F, was created. The Trust Agreement was filed and recorded with the Commission on November 6, 1972 and assigned Recordation No. 6786.

In accordance with the Supplement, the Trustee will acquire the following items of railroad equipment which will be thereafter leased to the Company and subjected to the terms of the Trust Agreement:

(6) 100-ton Cement Hopper Cars, Greenville Steel Car Company, builder; Nos. 350294 to 350299, both inclusive

For the convenience of the parties, I have enclosed six additional counterparts of the Supplement, which I should like to have returned to me bearing the recordation information.

For the Commission's records, the names and addresses of the parties to the Supplement and the Vendor from whom the equipment will be acquired are as follows:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 E. Jackson Blvd.
Chicago, Illinois 60604

NOV 2 11 25 AM '79
FEE \$10.00
RECORDED

Country Club Plaza